

FILED IN OFFICE

CERTIFICATE OF MERGER

FEB 23 2006

of
Peoples Community Bank,
an Alabama banking corporation

SECRETARY OF STATE

and
PCB, The Community Bank,
a Florida banking corporation
into

Peoples Community Bank,
a Georgia banking corporation
and
its subsequent name change to
PeoplesSouth Bank

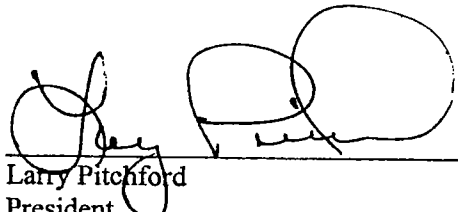
Pursuant to the provisions of *Alabama Code* §§10-15-6(a)(3) and 10-15-4(f), the undersigned, Larry Pitchford, the President of Peoples Community Bank, an Alabama banking corporation, hereby certifies that:

1. **Names of Merging Entities.** The names of the business entities that are to merge are:
 - a. Peoples Community Bank, an Alabama banking corporation;
 - b. PCB, The Community Bank, a Florida banking corporation; and
 - c. Peoples Community Bank, a Georgia banking corporation.
2. **Formation.** The parties to the merger were formed in the following public offices:
 - a. Peoples Community Bank, an Alabama banking corporation, was formed under the name Bank of Columbia on October 16, 1912, by filing articles of incorporation in the Office of the Judge of Probate of Houston County, Alabama.
 - b. PCB, The Community Bank, a Florida banking corporation, was formed under the name The Farmers Bank of Malone on December 15, 1942, by filing its charter in the Office of the Florida Secretary of State.
 - c. Peoples Community Bank, a Georgia banking corporation, was formed under the name The Peoples Bank on March 16, 1973, by filing its charter in the Office of the Georgia Secretary of State.
3. **Approval of Plan of Merger.** A plan of merger has been approved and executed by each of the business entities which are to merge.

Exhibit C

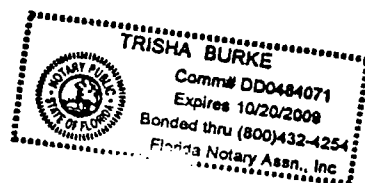
4. **Limited Liability Protection.** The equity owner of the resulting corporation is a corporate holding company and does not lack limited liability protection.
5. **Surviving Entity.** The name of the surviving entity will be Peoples Community Bank, a Georgia banking corporation, and will change its name to "PeoplesSouth Bank" and continue operations under that name.
6. **Effective Date.** The merger will become effective upon the filing of this Certificate of Merger.
7. **Location of Plan of Merger.** The plan of merger is on file at the principal place of business of the surviving entity, PeoplesSouth Bank, located at 203 West Crawford Street, Colquitt, Georgia 39837.
8. **Availability of Plan of Merger.** A copy of the plan of merger will be furnished by the surviving entity, PeoplesSouth Bank, on request and without cost, to any equity owner of any business entity which is a party to the merger.

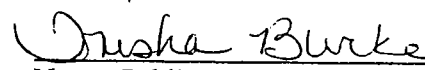
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Merger on this 16th day of February, 2006.



Larry Pitchford
President
Peoples Community Bank,
an Alabama banking corporation

Sworn to and subscribed before me this 16th day of February, 2006.





Notary Public
My commission expires: 10/20/2009